

RECORDATION NO. 22426-CC FILED

AUG 12 '09 -8 00 AM

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SURFACE TRANSPORTATION BOARD

WASHINGTON, DC

20036

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August 12, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Partial Release, dated July 9, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 22426.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: GARC III 99-B Railcar Trust
c/o Wilmington Trust Company
1100 North Market Street
Wilmington, DE 19890

Indenture Trustee. US Bank National Association (as successor to
State Street Bank and Trust Company, not in
its individual capacity but solely as Trustee)
225 Franklin Street
Boston, MA 02110

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document is:

1 railcar RELEASED: GATX 59323.

A short summary of the document to appear in the index is:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

AUG 12 '09 -8 00 AM

BILL OF SALE AND PARTIAL RELEASESURFACE TRANSPORTATION BOARD

GARC III 99-B Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC III Trust 99-B (the "Lessor") under an Equipment Lease Agreement (GARC III Trust 99-B) dated as of September 1, 1999 (the "Lease") between the Lessor and General American Railcar Corporation III (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 059323 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

U.S. Bank National Association, successor to State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC III Trust 99-B) dated as of September 1, 1999 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: July 9, 2009

GARC III 99-B Railcar Trust

By: Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: 

Title: Jacqueline Solone
Financial Services Officer

U.S. Bank National Association, successor to
State Street Bank and Trust Company, not in its
individual capacity, but solely as Indenture Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

GARC III 99-B Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC III Trust 99-B (the "Lessor") under an Equipment Lease Agreement (GARC III Trust 99-B) dated as of September 1, 1999 (the "Lease") between the Lessor and General American Railcar Corporation III (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 059323 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

U.S. Bank National Association, successor to State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC III Trust 99-B) dated as of September 1, 1999 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease


Dated. July 9, 2009

GARC III 99-B Railcar Trust

By: Wilmington Trust Company, not in its
individual capacity, but solely as Owner Trustee

By: _____
Title: _____

U.S. Bank National Association, successor to
State Street Bank and Trust Company, not in its
individual capacity, but solely as Indenture Trustee

By:  _____
Title: Vice President

State of Delaware)
) SS:
County of New Castle)

On the 6th day of August, 2009, before me personally appeared Jacqueline Solone to me known, who being by me duly sworn, say that he/she is a Financial Services Officer of GARC II 98-A Railcar Trust by Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

My commission expires:

Dianne M. Bruton
Notary Public

DIANNE M. BRUTON
Notary Public - State of Delaware
My Comm Expires Nov. 27, 2011

State of Massachusetts)
) SS:
County of Suffolk)

On the ____ day of _____, 2009, before me personally appeared _____, to me known, who being by me duly sworn, says that he/she is a _____ of U.S. Bank National Association, successor to State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires.

State of Delaware)
) SS:
County of New Castle)

On the ____ day of _____, 2009, before me personally appeared _____ to me known, who being by me duly sworn, say that he/she is a _____ of GARC II 98-A Railcar Trust by Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

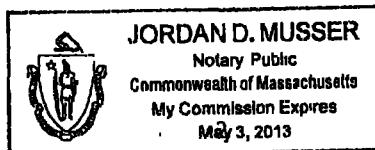
State of Massachusetts)
) SS:
County of Suffolk)

On the 7 day of August, 2009, before me personally appeared Alison D B Nadeau, to me known, who being by me duly sworn, says that he/she is a Vice President of U.S. Bank National Association, successor to State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

8/12/09



Robert W Alvord